

## Corporate Governance Report

**In accordance with Clause 49 of the Listing Agreement with BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the report containing the details of corporate governance systems and processes at Reliance Industrial Infrastructure Limited (RIIL) is as follows:**

### 1. Statement on Company's philosophy on Code of Governance

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency and fairness in all its transactions.

The demands of corporate governance require professionals to raise their competency and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics.

The Company is committed to achieve and maintain the highest standards of Corporate Governance. Over the years, governance processes and systems have been strengthened within the Company and corporate governance has been an integral part of the way business is done.

The Company not only adheres to the prescribed corporate governance practices as per Clause 49 of the Listing Agreement but has also undertaken several initiatives towards maintaining the highest standards of Governance and these include:

- **Appropriate Governance Structure with defined roles and responsibilities**

The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent of the system. The Company's shareholders appoint the Board of Directors, which in turn governs the Company. The Board has established four Committees to discharge its responsibilities in an effective manner. RIIL's Company Secretary acts as the Secretary to all the Committees of the Board constituted under the Companies Act, 1956 / Companies Act, 2013.

- **Independent Board with defined role and responsibilities**

The Board of the Company comprises of 6 directors, out of which 3 are independent directors. The Board's actions and decisions are aligned with the Company's best interests. The Company has defined guidelines and an established framework for the meetings of the Board and Board Committees which assist to systematize the decision-making process at the meetings of the Board and Board Committees in an informed and efficient manner. The Board provides and critically evaluates strategic direction of the Company, management policies and their effectiveness. The agenda for the Board includes a review of annual operating plans, capital allocation and budgets. The Board also reviews related party transactions, possible risks and risk mitigation measures and financial reports from the CFO.

- **Ethics Policies**

The Company adheres to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. In this direction, the Company has adopted the following codes and policies which act as enablers to carry out our duties in an ethical manner:

1. Code of Business Conduct and Ethics for Directors and Management Personnel
2. Code of Conduct for Prohibition of Insider Trading
3. Vigil Mechanism and Whistle-Blower Policy
4. Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
5. Corporate Social Responsibility Policy
6. Policy for Selection of Directors and determining Directors' Independence
7. Remuneration Policy for Directors, Key Managerial Personnel and other Employees

- **Audits, internal checks and balances**

The Company's accounts are audited by Messrs Chaturvedi & Shah, Chartered Accountants, one of India's leading audit firms and a member of Nexia's global network of independent accounting and consulting firms. With respect to Internal Audit, an external firm acting as independent internal auditor reviews internal controls and operating systems and procedures. With respect to Legal Compliance, the Company conducts its business with high standards of legal, statutory and regulatory compliances. The Company has instituted a legal compliance process in conformity with the best international standards, supported by a robust online system that covers all its activities. The gamut of this system includes statutes such as industrial and labour laws, taxation laws, corporate and securities laws and health, safety and environmental regulations.

At the heart of our processes is the extensive use of technology. This ensures robustness and integrity of financial reporting and internal controls, allows optimal use and protection of assets, facilitates accurate and timely compilation of financial statements and management reports and ensures compliance with statutory laws, regulations and company policies.

- **Management initiatives for Internal Controls**

The internal financial controls have been documented, embedded and digitised in the business processes. Internal Controls are regularly tested for design and operating effectiveness.

- **Best Corporate Governance practices**

It is the Company's constant endeavour to adopt the best Corporate Governance practices which include the following:

- All securities related filings with Stock Exchanges and SEBI are reviewed every quarter by the

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Company's Stakeholders Relationship Committee of Directors.

- The Company's internal audit is conducted by an external firm acting as independent auditors.
- The Company also undergoes quarterly secretarial audit conducted by an independent company secretary in whole-time practice. The quarterly secretarial audit reports are placed before the Board and the annual secretarial audit report placed before the Board, is included in the Annual Report.
- **Shareholders' communications**  
The Board recognises the importance of two-way communication with shareholders and giving a balanced report of results and progress and responding to questions and issues raised in a timely and consistent manner. The Company's website ([www.riil.in](http://www.riil.in)) has information for institutional and retail shareholders alike. Shareholders seeking information related to their shareholding may contact the Company directly or through any of the Investor Service Centres of the Company's Share Transfer Agent spread over 82 cities across India, details of which are available on the Company's website. The Company ensures that complaints and suggestions of its shareholders are responded to in a timely and consistent manner. A shareholders' referencer is appended to the Annual Report which is comprehensive and informative.
- **Role of the Company Secretary in overall governance process**  
The Company Secretary plays a key role in ensuring that the Board (including Committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters.
- **Observance of Secretarial Standards issued by The Institute of Company Secretaries of India**  
The Institute of Company Secretaries of India (ICSI), one of India's premier professional bodies, has issued Secretarial Standards on important aspects like Board Meetings, General Meetings, Payment of Dividend, Maintenance of Registers and Records, Minutes of Meetings, Transmission of Shares and Debentures, Passing of Resolutions by Circulation, Affixing of Common Seal and Board's Report. Although these Standards, as of now, are recommendatory in nature, the Company substantially adheres to these standards voluntarily.

## 2. Board of Directors

### Board composition and category of Directors

The composition of the Board and category of Directors are as follows:

Category	Name of Directors
Non-Independent Non-Executive Directors	M. K. Kamdar – <i>Chairman</i> S. C. Malhotra
Executive Director	D. V. Dherai
Independent Non-Executive Directors	C. R. Mehta S. H. Junnarkar Smt. B. Krishnamurthy

No Director is, *inter-se*, related to any other Director on the Board nor is related to the other Key Managerial Personnel of the Company.

### Independent Directors

The Board includes Directors with independent standing in their respective fields / profession and who can effectively contribute to the Company's business and policy decisions. Their appointment as Independent Directors on the Board are considered by the Nomination and Remuneration Committee.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under law.

### Familiarisation programmes for Independent Directors

Independent Directors are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices.

Periodic presentations are made at the Board and Board Committee Meetings, on the business and performance updates of the Company, business strategy and risks involved.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors.

The details of such familiarisation programmes for Independent Directors are posted on the website of the Company and can be accessed at the link: <http://www.riil.in/pdf/FamiliarisationProgIndependentDirectors.pdf>

### Meetings of Independent Directors

Two meetings of the Independent Directors were held during the year without the presence of the Executive Director or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the Chairman.

### Directors' Profile

A brief resume of the Directors, nature of their expertise in specific functional areas and names of companies in which they hold Directorships, Memberships / Chairmanships of

Board Committees and their shareholding in the Company are provided below:

- (a) **Shri M. K. Kamdar** (DIN: 00013915) 63 years of age, is a graduate in Commerce from Mumbai University. He was conferred Honorary Doctorate in Business Philosophy from Burkes University. He has extensive experience and possesses expertise in the fields of pipes, steel and other related products used in engineering, pharmaceutical, chemical and petrochemical industries.

Shri Kamdar is a Director of the Company since 23rd July, 1990. He was appointed as a Whole-time Director designated as "Executive Director - Commercial" of the Company with effect from 1st July, 1993. He was re-appointed in the same capacity with effect from 1st July, 1998 and again with effect from 1st July, 2003. He ceased to be a Whole-time Director of the Company with effect from 27th February, 2006. He was elected as the Chairman of the Board of Directors of the Company with effect from 27th February, 2006. Since then he continues to be on the Board of Directors of the Company as Non-Executive Chairman of the Board and a Director liable to retire by rotation. He is the Chairman of the Corporate Social Responsibility Committee of the Company. He is a member of the Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company.

Shri Kamdar is also on the Board of Reliance Gas Transportation Infrastructure Limited, The Indian Film Combine Private Limited and Westward Realty Private Limited. He is a member of the Nomination and Remuneration Committee and Corporate Social Responsibility Committee of Reliance Gas Transportation Infrastructure Limited.

Shri Kamdar holds 482 shares of the Company in his name as on 31st March, 2015.

- (b) **Shri C. R. Mehta** (DIN: 00002011) 76 years of age, is a Chartered Accountant and Company Secretary. He has had a distinguished career with the Government holding senior level positions in different capacities. He was Member of the Company Law Board and was also Regional Director, Ministry of Corporate Affairs. He has rich experience in Corporate Laws, Finance and Administration.

Shri Mehta is a Director of the Company since 29th August, 2006. He is the Chairman of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company. He is also a Member of Corporate Social Responsibility Committee of the Company.

Shri Mehta does not hold any share of the Company as on 31st March, 2015.

- (c) **Shri S. H. Junnarkar** (DIN: 00003534) 63 years of age, is a science graduate with a postgraduate degree in Law. He qualified as a Solicitor in the year 1977. He has had a brilliant academic career and is a Partner in the law firm, Messrs Junnarkar & Associates. His areas of specialization

include banking laws, corporate laws including exchange management laws and securities regulations.

Shri Junnarkar is a Director of the Company since 27th April, 1991. He is a Member of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company.

Shri Junnarkar is also on the Board of Excel Crop Care Limited, IIDC Limited (formerly IL&FS Infrastructure Development Corporation Limited), IL&FS Tamil Nadu Power Company Limited, Jai Corp Limited and Jai Realty Ventures Limited. He is also a Committee Member of the Bombay Incorporated Law Society (a company incorporated under Section 25 of the Companies Act, 1956). He is a member of the Audit Committee of IL&FS Tamil Nadu Power Company Limited and Jai Realty Ventures Limited. He is the Chairman of the Nomination and Remuneration Committee of Excel Crop Care Limited and a member of the Nomination and Remuneration Committee of IIDC Limited, IL&FS Tamil Nadu Power Company Limited and Jai Corp Limited.

Shri Junnarkar does not hold any share of the Company as on 31st March, 2015.

- (d) **Shri S. C. Malhotra** (DIN: 00013967) 74 years of age, graduated in Mechanical Engineering from Banaras Hindu University. He has five decades of experience in execution of projects related to chemical / petrochemical and petroleum industries.

Shri Malhotra is a Director of the Company since 16th December, 1989. He was appointed as a Whole-time Director designated as "Executive Director - Technical" of the Company with effect from 1st July, 1993. He ceased to be Whole-time Director with effect from 28th June, 1997. Since then he continues to be on the Board of Directors of the Company as a Director liable to retire by rotation. He is a Member of the Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.

Shri Malhotra does not hold any share of the Company as on 31st March, 2015.

- (e) **Shri D. V. Dherai** (DIN: 00011789) 59 years of age, is a Chemical Engineer (B. Chem Engg.) from the University Department of Chemical Technology (UDCT), Mumbai having graduated in the year 1979. He has vast experience / expertise in activities related to implementation and commissioning of large projects.

Shri Dherai is a Director of the Company since 1st July, 1994. He was appointed as a Whole-time Director designated as Executive Director with effect from 1st July, 1994. He was re-appointed in the same capacity with effect from 1st July, 1999, 1st July, 2004, 1st July, 2009 and 1st July, 2014.

Shri Dherai holds 1,700 shares of the Company in his name as on 31st March, 2015.

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- (f) **Smt. B. Krishnamurthy** (DIN: 02196839) 60 years of age, has done her Masters in Science (M.Sc.) from Mumbai University. She was Country Head and Chief General Manager, SIDBI. She had a career spanning over 35 years in IDBI (now IDBI Bank) and SIDBI, an Apex Development Bank for micro, small and medium enterprises in India covering all areas of development in banking operations both from policy perspectives and relating to implementation aspects. Her key accomplishments over the years have been her association with framing various policy documents for SIDBI and piloting such policy papers in the Board for adoption. She has closely dealt with Multilateral and Bilateral Agencies in close co-ordination with the Government of India.

Her areas of specialisation include, *inter-alia*, handling of Human Resources Development Division covering recruitment, training and promotion aspects; association with drafting of CSR Policy guidelines for the Bank; resource raising and management, integrated treasury operations, credit dispensation and management and Risk Management.

Smt. Krishnamurthy is the Director of the Company since 26th March, 2015. She is also the member of the Audit Committee and Nomination and Remuneration Committee of the Company.

Smt. Krishnamurthy is also on the Board of Ujjivan Financial Services Private Limited, SIDBI Venture Capital Limited, Ladderup Finance Limited, IDBI Capital Market Services Limited, Ahmednagar Forgings Limited, Amtek India Limited, JMT Auto Limited and Kolte-Patil I-Ven Townships (Pune) Limited. She is a member of the Audit Committee of Kolte-Patil I-Ven Townships (Pune) Limited.

Smt. Krishnamurthy does not hold any share of the Company as on 31st March, 2015.

### 3. Board Meetings, Board Committee Meetings and Procedures

#### (a) Institutionalised decision-making process

The Board of Directors is the apex body constituted by shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness, and ensures that shareholders' long-term interests are being served. The Executive Director is assisted by senior managerial personnel in overseeing the functional matters of the Company.

The Board has constituted four Board Committees, namely Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee. The Board is authorised to constitute additional functional Committees, from time to time, depending on business needs.

The Company's internal guidelines for Board / Board Committee meetings facilitate the decision making

process at its meetings in an informed and efficient manner. The following sub-sections deal with the practice of these guidelines at the Company.

#### (b) Scheduling and selection of agenda items for Board meetings

- (i) Minimum four pre-scheduled Board meetings are held annually. Additional Board meetings are convened by giving appropriate notice to address the Company's specific needs. In case of business exigencies or urgency of matters, resolutions are passed by circulation.
- (ii) All departments of the Company are advised to plan their functions well in advance, particularly with regard to matters requiring discussion / approval / decision at Board / Board Committee meetings. Such matters are communicated by them to the Company Secretary in advance so that they are included in the agenda for Board / Board Committee meetings.
- (iii) The Board is given presentations / briefed on areas covering operations of the Company, business strategy and risk management practices before taking on record the quarterly / annual financial results of the Company.
- (iv) The items / matters required to be placed before the Board, *inter-alia*, include:
  - Annual operating plans and budgets including capital budgets and any updates
  - Quarterly results of the Company
  - Company's annual Financial Results, Financial Statements, Auditors' Report and Board's Report
  - Minutes of meetings of the Audit Committee and other Committees of the Board, as also Resolutions passed by circulation
  - Show cause, demand, prosecution notices and penalty notices, which are materially important
  - Fatal or serious accidents, dangerous occurrences, and any material effluent or pollution problems
  - Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company
  - Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order, which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company
  - Significant labour problems and their proposed solutions. Any significant development in Human Resources front

- Sale of material nature of investments, subsidiaries and assets, which is not in normal course of business
- Quarterly details of foreign exchange exposures, and steps taken by management to limit risks of adverse exchange rate movement, if material
- Non-compliance of any regulatory, statutory or listing requirements, and shareholders' service, such as non-payment of dividend, delay in share transfer (if any), among others
- Appointment, remuneration and resignation of Directors
- Formation / reconstitution of Board Committees
- Terms of reference of Board Committees
- Declaration of Independent Directors at the time of appointment / annually
- Disclosure of Directors' interest and their shareholding
- Appointment or removal of the Key Managerial Personnel (KMP)
- Appointment of Internal and Secretarial Auditors
- Quarterly / Annual Secretarial Audit reports submitted by Secretarial Auditor
- Recommendation / declaration of Dividend
- Quarterly summary of all long-term borrowings made, bank guarantees issued and loans and investments made
- Significant changes in accounting policies and internal controls
- Recommending appointment of and fixing of remuneration of the Auditors as recommended by the Audit Committee
- Internal Audit findings and External Audit Reports (through the Audit Committee)
- Proposals for major investments, mergers, amalgamations and reconstructions
- Status of business risk exposures, its management and related action plans
- Making of loans and investment of surplus funds
- Borrowing of moneys
- Brief on statutory developments, changes in government policies, among others with impact thereof, Directors' responsibilities arising out of any such developments
- Compliance Certificate certifying compliance with all laws as applicable to the Company
- Reconciliation of Share Capital Audit Report under SEBI (Depositories and Participants) Regulations, 1996
- Media Release to be disseminated

- (v) The Chairman of the Board and the Company Secretary, in consultation with other concerned members of the senior management, finalise the agenda for Board meetings.

**(c) Board material distributed in advance**

The agenda and notes on agenda are circulated to Directors, in advance, and in the defined agenda format. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

**(d) Recording minutes of proceedings at Board and Committee meetings**

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board / Board Committee members for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

**(e) Post meeting follow-up mechanism**

The guidelines for Board and Board Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Board Committees thereof. Important decisions taken at Board/Board Committee meetings are communicated promptly to the concerned departments/divisions. Action-taken report on decisions/minutes of the previous meeting(s) is placed at the succeeding meeting of the Board/Board Committee for noting.

**(f) Compliance**

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations including the Companies Act, 1956 / Companies Act, 2013 read with rules issued thereunder, as applicable and the Secretarial Standards recommended by The Institute of Company Secretaries of India.

**4. Number of Board meetings held with dates**

Seven Board meetings were held during the year, as against the minimum requirement of four meetings.

The details of Board meetings held are given below:

Date	Board Strength	No. of Directors Present
16th April, 2014	5	5
17th July, 2014	5	5
30th September, 2014	5	5
10th October, 2014	5	5
23rd December, 2014	5	5
13th January, 2015	5	5
26th March, 2015	5	5

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### 5. Attendance of Directors at Board meetings, last Annual General Meeting (AGM) and number of other Directorship(s) and Chairmanship(s) / Membership(s) of Committees of each Director in various companies:

Name of the Director	Attendance at meetings during 2014-15		No. of Other Directorship(s) as on 31-03-2015	No. of Membership(s) / Chairmanship(s) of Board Committees in other Companies as on 31-03-2015*
	Board Meetings	Last AGM		
M. K. Kamdar	7	No	3	1
C. R. Mehta	7	Yes	Nil	Nil
S. H. Junnarkar	7	Yes	6	2
S. C. Malhotra	7	Yes	Nil	Nil
D. V. Dherai	7	Yes	Nil	Nil
Smt. B. Krishnamurthy**	N.A.	N.A.	8	1

\* In accordance with Clause 49 of the Listing Agreement, Membership(s) / Chairmanship(s) of only Audit Committees and Stakeholders Relationship Committees in all public limited companies (excluding Reliance Industrial Infrastructure Limited) have been considered.

\*\* Appointed as an Additional Director to hold office as an Independent Director on 26th March, 2015. No meeting was held during her tenure.

### 6. Board Committees

#### Procedure at Committee Meetings

The Company's guidelines relating to Board meetings are applicable to Committee meetings as far as practicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its function. Minutes of proceedings of Committee meetings are circulated to the Directors and placed before Board meetings for noting.

#### Terms of Reference and other details of Board Committees:

##### (a) Audit Committee

**Composition of the Committee:** The Audit Committee of the Board, comprises three Independent Non-Executive Directors namely Shri C. R. Mehta, Chairman, Shri S. H. Junnarkar and Smt. B. Krishnamurthy and one Non-Independent Non-Executive Director, namely Shri S. C. Malhotra.

The Committee's composition meets with the requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Members of the Audit Committee possess financial / accounting expertise / exposure.

##### Powers of the Audit Committee

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers necessary

##### Role of the Audit Committee, *inter-alia*, includes the following:

- Oversight of the Company's financial reporting

process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible

- Recommending the appointment, remuneration and terms of appointment of statutory auditors including cost auditors of the Company
- Approving payment to statutory auditors, including cost auditors, for any other services rendered by them
- Reviewing with the management, the annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by the management;
  - Significant adjustments made in financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and
  - Qualifications in draft audit report.
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval
- Reviewing and monitoring the auditors independence and performance and effectiveness of audit process

- Approval or any subsequent modification of transactions of the Company with related parties
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary
- Evaluation of internal financial controls and risk management systems
- Reviewing with the management, the performance of statutory auditors and internal auditors, adequacy of internal control systems
- Formulating the scope, functioning, periodicity and methodology for conducting the internal audit
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
- Discussion with internal auditors of any significant findings and follow-up thereon
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature, and reporting the matter to the Board
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern
- To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture-holders, shareholders (in case of non-payment of declared dividends) and creditors
- To review the functioning of the Vigil Mechanism and Whistle Blower Policy
- Approval of appointment of the CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee
- Reviewing the following information:
  - The Management Discussion and Analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating to internal control weaknesses; and
  - Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor / internal auditor.

**Meeting Details:** Seven meetings of the Audit Committee were held during the year on 16th April, 2014, 17th July, 2014, 30th September, 2014, 10th October, 2014, 23rd December, 2014, 13th January, 2015 and 26th March, 2015.

**Attendance of each Member at the Audit Committee meetings held during the year:**

Name of the Committee Member	No. of meetings attended
C. R. Mehta	7
S. H. Junnarkar	7
S. C. Malhotra	7
Smt. B. Krishnamurthy*	N.A.

*N.A. denotes Not Applicable*

*\*Appointed as a member of the Audit Committee on 26th March, 2015. No meeting was held during her tenure.*

**General**

Executives of Accounts Department, Corporate Secretarial Department and representatives of statutory and internal auditors attend the Audit Committee Meetings. The cost auditor attended the Audit Committee Meeting, where cost audit report was discussed.

The due date for filing the cost audit report in XBRL mode for the financial year ended 31st March, 2014 was 27th September, 2014 and the cost audit report was filed by the cost auditor on 25th September, 2014. In terms of the Companies (Cost Records and Audit) Rules, 2014 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Company has maintained cost records in its books of account for the financial year 2014-15 in respect of its services of transportation of petroleum products. However, in terms of the said Rules, the requirement of cost audit is not applicable to the Company for the financial year 2014-15.

The internal auditor reports directly to the Audit Committee.

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 2nd July, 2014.

**(b) Nomination and Remuneration Committee**

**Composition of the Committee:** The Nomination and Remuneration Committee of the Board, comprises three Independent Non-Executive Directors, namely Shri C. R. Mehta, Chairman, Shri S. H. Junnarkar and Smt. B. Krishnamurthy and one Non-Independent Non-Executive Director, namely, Shri M. K. Kamdar.

The Committee's constitution and terms of reference are in compliance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

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### Terms of Reference of the Committee, *inter-alia*, includes the following:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and / or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To devise a policy on Board diversity
- To recommend / review remuneration of the Whole-time Director(s), based on their performance and defined assessment criteria.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

### Meeting Details:

Five meetings of the Nomination and Remuneration Committee were held during the year on 16th April, 2014, 30th September, 2014, 23rd December, 2014, 19th March, 2015 and 26th March, 2015.

### Attendance of each Member at the Nomination and Remuneration Committee meetings held during the year:

Name of the Committee Member	No. of meetings attended
C. R. Mehta	5
M. K. Kamdar	5
S. H. Junnarkar	5
S. C. Malhotra*	5
Smt. B. Krishnamurthy**	N.A.

N.A. denotes Not Applicable

\*Ceased to be a member of the Nomination and Remuneration Committee on 26th March, 2015.

\*\*Appointed as a member of the Nomination and Remuneration Committee on 26th March, 2015. No meeting was held during her tenure.

### Directors' Remuneration

#### Remuneration policy and details of remuneration:

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is annexed as Annexure III to the Director's Report. Further, the Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors.

The remuneration policy of the Company is directed towards rewarding performance based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing industry practice.

The Whole-time Director is paid remuneration as per the terms duly approved by the Nomination and Remuneration Committee of Directors, the Board of Directors and the Members in General Meeting.

The aggregate value of salary, allowances and perquisites paid for the year ended 31st March, 2015 to Shri D. V. Dherai (re-appointed as a Whole-time Director designated as Executive Director with effect from 1st July, 2014 for a period of 5 years) was ₹ 59.03 lakh (salary and allowances ₹ 56.00 lakh, perquisites ₹ 0.26 lakh and retiral benefits ₹ 2.77 lakh).

The above remuneration excludes provision for gratuity and uncashed leave since these are based on actuarial valuation done on an overall company basis.

The tenure of office of the Executive Director is for five years from his date of appointment and may be terminated by the Company or the Executive Director by giving, the other, three months prior notice of termination in writing. There is no separate provision for payment of severance fees.

Sitting fees paid to Non-Executive Directors for the year ended 31st March, 2015, are as follows:

Shri M. K. Kamdar : ₹ 9,00,000, Shri C. R. Mehta : ₹ 13,50,000, Shri S. H. Junnarkar : ₹ 13,50,000, Shri S. C. Malhotra : ₹ 11,50,000.

There were no other pecuniary relationships or transactions of the Non-Executive Directors with the Company.

#### (c) Stakeholders Relationship Committee

**Composition of the Committee:** The Stakeholders Relationship Committee (SR Committee) of the Board, comprises two Independent Non-Executive Directors, namely Shri C. R. Mehta, Chairman and Shri S. H. Junnarkar and two Non-Independent Non-Executive Directors, namely Shri M. K. Kamdar and Shri S. C. Malhotra.

The SR Committee's composition and the terms of reference meet with the requirements of Clause 49 of the Listing Agreement and provisions of the Companies Act, 2013.

**Terms of Reference of the Committee, *inter-alia*, includes the following:**

- Oversee and review all matters connected with the transfer of the Company's shares
- Approve issue of the Company's duplicate share certificates
- Consider, resolve and monitor redressal of investors' / shareholders' grievances related to transfer of shares, non-receipt of Annual Report, non-receipt of declared dividend etc.
- Oversee the performance of the Company's Share Transfer Agent
- Recommend methods to upgrade the standard of services to investors
- Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable
- Perform such other functions as may be necessary or appropriate for the performance of its duties

**Meeting Details:** Two meetings of the SR Committee were held during the year on 16th April, 2014 and 16th January, 2015.

**Attendance of each Member at the SR Committee meetings held during the year:**

Name of the Committee Member	No. of meetings attended
C. R. Mehta	2
M. K. Kamdar	2
S. H. Junnarkar	2
S. C. Malhotra*	N.A.

*N.A. denotes Not Applicable*

*\*Appointed as a member of the SR Committee on 26th March, 2015. No meeting was held during his tenure.*

**Compliance Officer:** Shri K. Sridhar, Company Secretary is the Compliance Officer for complying with requirements of Securities Laws and Listing Agreements with Stock Exchanges.

**Prohibition of Insider Trading:** With a view to regulate trading in the equity shares of the Company by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading.

**Investor Grievance Redressal**

The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

Type of Complaints	No. of Complaints
Non-receipt of Annual Reports	9
Non-receipt of Dividend Warrants	9
Non-receipt of Share Certificates	1
<b>Total</b>	<b>19</b>

There were no complaints outstanding as on 31st March, 2015.

**(d) Corporate Social Responsibility Committee**

**Composition of the Committee:** The Corporate Social Responsibility (CSR) Committee of the Board comprises two Non-Independent Non-Executive Directors, namely, Shri M. K. Kamdar, Chairman and Shri S. C. Malhotra and two Independent Non-Executive Directors, namely Shri C. R. Mehta and Shri S. H. Junnarkar.

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by formulating and monitoring implementation of the framework of 'corporate social responsibility policy'.

The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013.

**Terms of Reference of the Committee, *inter-alia*, includes the following:**

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made there under
- To recommend the amount of expenditure to be incurred on the CSR activities
- To monitor the implementation of the framework of the CSR Policy of the Company from time to time
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for the performance of its duties.

**Meeting Details:** Four meetings of the CSR Committee were held during the year on 16th April, 2014, 30th September, 2014, 16th January, 2015 and 19th March 2015.

## Corporate Governance Report (Continued)

### Attendance of each Member at the CSR Committee meetings held during the year:

Name of the Committee Member	No. of meetings attended
M. K. Kamdar	4
C. R. Mehta	4
S. H. Junnarkar	4
S. C. Malhotra	4

Shri K. Sridhar, Company Secretary and Compliance Officer is the Secretary of all Board Committees.

### 7. Code of Business Conduct and Ethics for Directors and Management Personnel

The Code of Business Conduct and Ethics for Directors and Management Personnel ("the Code"), as adopted by the Board, is a comprehensive Code applicable to all Directors and Management Personnel. The Code, while laying down in detail, the standards of business conduct, ethics and governance centres around the following theme:

"The Company's Board of Directors and Management Personnel are responsible for and are committed to setting the standards of conduct contained in this Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the needs of local and international investors and all other stakeholders as also to reflect corporate, legal and regulatory developments. This Code should be adhered to in letter and in spirit."

A copy of the Code has been put on the Company's website ([www.riil.in](http://www.riil.in)). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

A declaration signed by the Executive Director is given below:

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Business Conduct and Ethics for Directors and Management Personnel for the financial year 2014-15.

D. V. Dherai  
Executive Director  
Mumbai  
15th April, 2015

### 8. Subsidiary Companies' Monitoring Framework

The Company did not have subsidiaries during the year. Hence, the provisions relating to "Subsidiary Companies" in Clause 49 of the Listing Agreement are not applicable to the Company.

### 9. General Body Meetings

#### (i) Annual General Meetings

The Annual General Meetings of the Company during the preceding three years were held at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020.

The date and time of Annual General Meetings held during the preceding three years and the special resolution(s) passed thereat are as follows:

Year	Date	Time	Special Resolution passed
2013-14	2nd July, 2014	11.00 a.m.	i) Re-appointment of Shri D. V. Dherai as a Whole-time Director, designated as Executive Director and remuneration payable to him. ii) Adoption of new Articles of Association of the Company
2012-13	28th June, 2013	11.00 a.m.	Nil
2011-12	5th July, 2012	11.00 a.m.	Nil

#### (ii) Special Resolution(s) passed through Postal Ballot

No special resolution was passed through postal ballot during the financial year 2014-15. There is no immediate proposal for passing any resolution through postal ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a special resolution through postal ballot.

### 10. (a) Disclosures on materially significant related party transactions, i.e. the Company's transactions that are of material nature, with its Promoters, Directors and the management, their relatives or subsidiaries, among others that may have potential conflict with the Company's interests at large

None of the transactions with any of the related parties were in conflict with the Company's interest.

Attention of members is drawn to the disclosure of transactions with related parties set out in Note No. 22 of the Financial Statements, forming part of the Annual Report.

The Company's major related party transactions are generally with its Promoter. The related party transactions are entered into based on considerations of various business exigencies, such as synergy in operations, sectoral specialisation and the Company's long term strategy for sectoral investments, profitability, legal requirements, liquidity and capital resources.

All related party transactions are on arms-length basis and are intended to further the Company's interests.

#### (b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI, or any other statutory authority, on any matter related to capital markets during the last three years

There has been no instance of non-compliance by the Company on any matter related to capital markets during last three years, and hence, no penalties or

strictures have been imposed on the Company by Stock Exchanges or SEBI or any other statutory authority.

### 11. Whistle Blower Policy

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and Whistle-Blower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics & Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

### 12. Means of Communication

- (a) **Quarterly results:** The Company's quarterly results are published in 'Financial Express' and 'Navshakti' and are displayed on its website (www.riil.in).
- (b) **Media Releases:** Official media releases are sent to Stock Exchanges.
- (c) **Website:** The Company's website (www.riil.in) contains a separate dedicated section "Investor Relations" where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.
- (d) **Annual Report:** The Annual Report containing, *inter-alia*, Audited Financial Statement, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The

### 13. General Shareholder Information

- (a) **Company Registration Details** The Company is registered in the State of Maharashtra, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L60300MH1988PLC049019.
- (b) **Annual General Meeting (Day, Date, Time and Venue)** Wednesday, 9th September, 2015 at 11.00 a.m. at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020.
- (c) **Financial Year** 1st April to 31st March
- (d) **Financial Calendar (tentative)**

<b>Results for the quarter ending:</b>	
30th June, 2015	Second week of July, 2015
30th September, 2015	Second week of October, 2015
31st December, 2015	Second week of January, 2016
31st March, 2016	Second week of April, 2016
Annual General Meeting	July, 2016
- (e) **Book Closure Period** Thursday, 28th May, 2015 to Saturday, 30th May, 2015 (both days inclusive) for payment of dividend.
- (f) **Dividend Payment Date** Credit / dispatch of dividend warrants on 10th September, 2015.
- (g) **Listing of Equity Shares on Stock Exchanges**
  - (i) BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Scrip Code: 523445
  - (ii) National Stock Exchange of India Limited (NSE), "Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051. Trading Symbol: RIIL ISIN: INE046A01015
- (h) **Payment of Listing Fees** Annual listing fee for the year 2015-16 has been paid by the Company to BSE and NSE.
- (i) **Payment of Depository Fees** Annual Custody / Issuer fee for the year 2015-16 will be paid by the Company to NSDL and CDSL on receipt of the invoices.

Management's Discussion and Analysis (MD&A) Report forms part of the Directors' Report in the Annual Report. The Annual Report is displayed on the Company's website (www.riil.in).

- (e) **Reminder to Investors:** Reminders for unpaid dividend are sent to shareholders as per records every year.
- (f) **NSE Electronic Application Processing System (NEAPS):** NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others, are filed electronically on NEAPS.
- (g) **BSE Corporate Compliance & Listing Centre (the "Listing Centre"):** BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others, are also filed electronically on the Listing Centre.
- (h) **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.
- (i) **Designated Exclusive email-id:** The Company has designated the following email-ids exclusively for investor servicing:
  - (i) **For queries on Annual Report:** investor\_relations@riil.in
  - (ii) **For queries in respect of shares in physical mode:** riilnkm@karvy.com

## Corporate Governance Report (Continued)

### (j) Stock Market Price Data

Month	BSE Limited (BSE) (in ₹ per share)		National Stock Exchange (NSE) (in ₹ per share)	
	Month's High Price	Month's Low Price	Month's High Price	Month's Low Price
April – 2014	455.60	383.80	456.00	383.00
May – 2014	636.25	382.55	636.65	365.35
June – 2014	659.00	566.30	658.40	565.60
July – 2014	638.00	543.70	638.00	543.05
August – 2014	574.40	497.70	573.75	496.80
September – 2014	612.00	487.65	613.75	487.25
October – 2014	553.40	477.80	553.20	477.15
November – 2014	562.25	505.00	562.80	504.70
December – 2014	531.65	422.25	532.00	422.00
January – 2015	502.00	452.10	501.60	452.25
February – 2015	495.00	418.10	494.90	417.00
March – 2015	471.90	372.65	472.00	371.75

[Source: This information is compiled from the data available from the websites of BSE and NSE]

### (k) Share price performance in comparison to broad based indices - BSE Sensex and NSE Nifty as on 31st March, 2015

	BSE (% change)		NSE (% change)	
	RIIL	Sensex	RIIL	Nifty
Financial Year 2014-15	3.3%	24.9%	2.0%	26.7%
2 years	27.7%	48.4%	28.0%	49.4%
3 years	-8.2%	60.6%	-9.2%	60.3%
5 years	-50.9%	59.5%	-52.2%	61.8%

### (l) Share Transfer Agent

#### Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad – 500 032

Tel. : +91 40 – 6716 1700

Toll Free No. : 1800 425 8998

Fax : +91 40 2311 4087

e-mail : riilnkm@karvy.com

Website : www.karvy.com

(Address changed w.e.f. 14th April, 2015)

List of Investor Service Centres of Karvy Computershare Private Limited is available on the Company's website [www.riil.in](http://www.riil.in).

### (m) Share Transfer System

Share transfers are processed and share certificates duly endorsed are dispatched within a period of three working days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, etc. of the Company's shares to the Executive Director / Company Secretary. A summary of transfer / transmission of shares of the Company so approved by the Executive Director/Company Secretary is placed at every Board Meeting / Stakeholders Relationship Committee Meeting. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement and files a copy of the said certificate with Stock Exchanges.

(n) Distribution of Shareholding as on 31st March, 2015

Category Code	Category of shareholder	Number of shareholders	Total number of shares	As a percentage of (A+B)
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>			
(1)	Indian	1*	68 60 064	45.43
(2)	Foreign	0	0	0.00
	<b>Total Shareholding of Promoter and Promoter Group</b>	<b>1</b>	<b>68 60 064</b>	<b>45.43</b>
<b>(B)</b>	<b>Public Shareholding</b>			
(1)	Institutions	18	86 770	0.57
(2)	Non-institutions	92 994	81 53 166	54.00
	<b>Total Public Shareholding</b>	<b>93 012</b>	<b>82 39 936</b>	<b>54.57</b>
	<b>Total (A) + (B)</b>	<b>93 013</b>	<b>1 51 00 000</b>	<b>100.00</b>

\*As per disclosure under Regulation 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, furnished by the Promoter.

(o) Shareholding Pattern by Size as on 31st March, 2015

Sr. No.	Category (Shares)	Electronic			Physical			Total		
		Holders	Shares	% to total shares	Holders	Shares	% to total shares	Holders	Shares	% to total shares
1	01 - 100	78 513	21 94 433	14.54	4 195	4 18 646	2.76	82 708	26 13 079	17.30
2	101 - 500	8 134	18 88 182	12.50	379	1 00 800	0.67	8 513	19 88 982	13.17
3	501 - 1000	1 000	7 56 763	5.01	23	17 900	0.12	1 023	7 74 663	5.13
4	1001 - 5000	652	13 08 975	8.67	12	19 000	0.13	664	13 27 975	8.80
5	5001 - 10000	54	3 81 000	2.52	1	9 000	0.06	55	3 90 000	2.58
6	10001 - 50000	46	8 23 075	5.45	0	0	0.00	46	8 23 075	5.45
7	50001 - 100000	1	53 712	0.36	0	0	0.00	1	53 712	0.36
8	100001 & Above	3	71 28 514	47.21	0	0	0.00	3	71 28 514	47.21
	<b>Total</b>	<b>88 403</b>	<b>1 45 34 654</b>	<b>96.26</b>	<b>4 610</b>	<b>5 65 346</b>	<b>3.74</b>	<b>93 013</b>	<b>1 51 00 000</b>	<b>100.00</b>

(p) Geographical Distribution of Shareholders as on 31st March, 2015

Sr. No.	Name of the City	Electronic				Physical				Total			
		Holders	% to total Holders	Shares	% to total Shares	Holders	% to total Holders	Shares	% to total Shares	Holders	% to total Holders	Shares	% to total Shares
1	MUMBAI	17 557	18.88	92 71 446	61.40	1 278	1.37	1 73 137	1.15	18 835	20.25	94 44 583	62.55
2	DELHI	5 573	5.99	7 87 114	5.21	259	0.28	37 800	0.25	5 832	6.27	8 24 914	5.46
3	AHMEDABAD	5 329	5.73	4 37 275	2.90	341	0.37	36 700	0.24	5 670	6.10	4 73 975	3.14
4	KOLKATA	4 134	4.44	4 24 910	2.81	143	0.15	18 000	0.12	4 277	4.59	4 42 910	2.93
5	PUNE	2 395	2.57	1 88 815	1.25	56	0.06	6 708	0.04	2 451	2.63	1 95 523	1.29
6	BENGALURU	2 199	2.36	1 56 848	1.04	111	0.12	11 501	0.08	2 310	2.48	1 68 349	1.12
7	VADODARA	2 214	2.38	1 53 694	1.02	140	0.15	15 100	0.10	2 354	2.53	1 68 794	1.12
8	CHENNAI	1 857	2.00	1 52 485	1.01	139	0.15	14 700	0.10	1 996	2.15	1 67 185	1.11
9	HYDERABAD	1 433	1.54	1 90 298	1.26	89	0.10	9 500	0.06	1 522	1.64	1 99 798	1.32
10	OTHERS	45 712	49.15	27 71 769	18.36	2 054	2.21	2 42 200	1.60	47 766	51.36	30 13 969	19.96
	<b>Total</b>	<b>88 403</b>	<b>95.04</b>	<b>145 34 654</b>	<b>96.26</b>	<b>4 610</b>	<b>4.96</b>	<b>5 65 346</b>	<b>3.74</b>	<b>93 013</b>	<b>100.00</b>	<b>1 51 00 000</b>	<b>100.00</b>

## Corporate Governance Report (Continued)

### (q) Corporate Benefits to Investors

#### Dividend declared for the last 10 years

Financial Year	Dividend Declaration Date	Dividend Per Share* ( ₹ )
2013-14	2nd July, 2014	3.50
2012-13	28th June, 2013	3.75
2011-12	5th July, 2012	3.50
2010-11	30th June, 2011	3.50
2009-10	4th August, 2010	3.50
2008-09	1st September, 2009	3.50
2007-08	2nd July, 2008	3.50
2006-07	10th March, 2007	3.50
2005-06	12th July, 2006	3.50
2004-05	16th September, 2005	3.20

\* Share of paid-up value of ₹10/- per share.

**Note:** Dividend of ₹3.50 per Equity Share recommended by the Board of Directors on 15th April, 2015, is subject to declaration by shareholders at the ensuing Annual General Meeting.

### (r) Dematerialisation of Shares

Mode of Holding	% of Share Capital
Electronic - NSDL	79.66
Electronic - CDSL	16.60
Physical	3.74
<b>Total</b>	<b>100.00</b>

96.26% of the Company's paid-up Equity Share Capital has been dematerialised upto 31st March, 2015 (96.15% up to 31st March, 2014). Trading in Equity Shares of the Company is permitted only in dematerialised form.

### (s) Liquidity

Higher trading activity is witnessed on NSE. Relevant data for the average daily turnover for the financial year 2014-15 is given below:

	BSE	NSE	TOTAL
Shares (nos.)	1 40 811	3 79 837	5 20 648
Value (in ₹ crore)	7.33	19.81	27.14

[Source: This information is compiled from the data available from the websites of BSE and NSE]

### (t) Outstanding GDRs / Warrants and Convertible Instruments

The Company has not issued any GDRs / Warrants or any other instrument, which is convertible into Equity Shares of the Company.

### (u) Plant Locations

The Company is mainly engaged in Infrastructure Activity viz., of providing services of transportation of petroleum products and raw water through its pipelines, operating

construction machinery on hire and other infrastructure support services. Therefore, the Company does not have any manufacturing plant.

### (v) Address for Correspondence

#### (i) Investor Correspondence

For transfer / dematerialisation of shares, payment of dividend on shares and any other query relating to the shares of the Company :

#### For Shares held in Physical form

Karvy Computershare Private Limited  
Unit : Reliance Industrial Infrastructure Limited  
Karvy Selenium Tower B, Plot 31-32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad – 500 032  
Telephone : +91-40- 67161700  
Toll Free No. : 1800 425 8998  
Fax : +91-40-23114087  
e-mail : riilnkm@karvy.com  
Website : www.karvy.com  
(Address changed w.e.f. 14th April, 2015)

#### For Shares held in Demat form

Investors' concerned Depository Participant(s) and / or Karvy Computershare Private Limited.

#### (ii) Any query on Annual Report

Shri K. Sridhar  
Company Secretary  
Reliance Industrial Infrastructure Limited  
NKM International House, 5th Floor,  
178 Backbay Reclamation,  
Behind LIC Yogakshema Building,  
Babubhai Chinai Road, Mumbai - 400 020.  
e-mail: investor\_relations@riil.in

**(w) Transfer of unpaid / unclaimed amounts of dividend to Investor Education and Protection Fund**

During the year under review, the Company has credited ₹ 7.10 lakh, lying in the unpaid / unclaimed dividend account, to the Investor Education and Protection Fund (IEPF) pursuant to Section 205C of the Companies Act, 1956 read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001.

The cumulative amount transferred to IEPF upto 31st March, 2015 is ₹ 76.04 lakh.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 2nd July, 2014 (date of last Annual General Meeting) on the Company's website (www.rriil.in), and on the website of the Ministry of Corporate Affairs.

**(x) Equity Shares in the Suspense Account**

The Company has no cases as are referred to in Clause 5A(I) of the Listing Agreement.

In terms of Clause 5A(II) of the Listing Agreement, the Company had dematerialized and transferred 1,000 equity shares of the Company, issued in physical form to 6 shareholders and remaining unclaimed, to the "Reliance Industrial Infrastructure Limited – Unclaimed Suspense Account". No shareholder has approached the Company for transfer of shares from the suspense account and hence no shares were transferred from the suspense account to the shareholders' accounts, during the year.

The voting rights on the shares outstanding in the Unclaimed Suspense Account as on 31st March, 2015 are frozen till the rightful owner of such shares claims the shares.

**14 Compliance Certificate of the Auditors**

Certificate from the Company's Auditors, Messrs Chaturvedi & Shah, confirming compliance with conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, is annexed to the Directors' Report forming part of the Annual Report.

**15 Adoption of Mandatory and Non-Mandatory Requirements of Clause 49**

The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement. The Company has adopted following non-mandatory requirements of Clause 49 of the Listing Agreement:

**(a) Communication to Shareholders**

Half-yearly reports covering financial results were sent to members at their registered addresses.

**(b) Audit Qualification**

The Company is in the regime of unqualified financial statements.

**(c) Reporting of Internal Auditor**

The Internal Auditor directly reports to the Audit Committee

**16 CEO and CFO Certification**

The Executive Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The Executive Director and Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement. The annual certificate given by the Executive Director and the Chief Financial Officer is given below:

To,  
The Board of Directors  
Reliance Industrial Infrastructure Limited

1. We have reviewed financial statements and the cash flow statement of Reliance Industrial Infrastructure Limited for the year ended 31st March, 2015 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting.  
We have not come across and are not aware of any reportable deficiencies in the design or operations of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
  - (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are no significant changes in accounting policies during the year; and
  - (iii) that there are no instances of significant fraud of which we have become aware.

**Dilip V. Dherai**  
Executive Director

**Tapas Mitra**  
Chief Financial Officer

Mumbai  
15th April, 2015